

LOUDOUN STATION
ZCPA 2012-0001
PROFFER STATEMENT
October 12, 2012



Pursuant to Section 15.2-2303 of the Code of Virginia, 1950, as amended, and Section 6-1209 of the Revised 1993 Zoning Ordinance of Loudoun County, as amended (the "Zoning Ordinance"), Comstock Loudoun Station, L.C., and CLS Phase 1, LC (collectively the "Owner"), the collective owners of 23.3156 acres of real property (the "Subject Property") comprising 32 separate parcels more fully described by legal description and PIN number in the tables on Sheets 1 and 8 of 12 of the plan set, entitled "Zoning Concept Plan Amendment for Loudoun Station, A Transit Oriented Development, Loudoun County, Virginia, Concept Development Plan for ZCPA #2012-0001", prepared by Urban Ltd., dated January 2012 with revisions through July 31, 2012 (the "Plans") attached hereto as Exhibit A and incorporated herein by reference, said parcels being the subject of zoning concept plan amendment application ZCPA 2012-0001, on behalf of themselves and their successors in interest, hereby voluntarily proffer that development of the Subject Property shall be in substantial conformance with the Proffers as set forth below, with the Concept Development Plan ("CDP") as defined in Proffer I below, and with the proffers accepted in conjunction with the December 15, 2003, approval by the Loudoun County Board of Supervisors (the "Board") of ZMAP 2002-0005 (the "Existing Loudoun Station Proffers"), except as modified by these Proffers, the terms of which shall control in the case of

any inconsistency between these Proffers and the Existing Loudoun Station Proffers. All Proffers made herein are contingent upon approval by the Board of ZCPA 2012-0001, including design modifications noted on the CDP (defined below), and the changes to the CDP (defined below) as requested in ZCPA 2012-0001. The Existing Loudoun Station Proffers dated November 3, 2003, inclusive of the zoning ordinance modifications requested by the Owner at the time of approval of ZMAP 2002-0005 and the Letter of Clarification dated December 9, 2003, referenced in the December 15, 2003 Copy Teste of the Board approval of ZMAP 2002-0005, shall remain in full force and effect for the Subject Property, except as specifically amended or supplemented in this Proffer statement. The amended or supplemental Proffers contained herein (the "Proffer Amendment") shall apply only to the Subject Property and with respect to the Subject Property shall supersede any inconsistent provisions of the Existing Loudoun Station Proffers and exhibits proffered therewith.

The Owner voluntarily proffers as follows:

The first paragraph on page 2 of the Existing Loudoun Station Proffers captioned, "I. CONCEPT DEVELOPMENT PLAN (CDP), A. CONFORMITY WITH CONCEPT DEVELOPMENT PLAN" is deleted in its entirety and the following is substituted therefore:

I. CONCEPT DEVELOPMENT PLAN (CDP)

- A. SUBSTANTIAL CONFORMITY. The Owner proffers the Subject Property shall be developed in substantial conformance with the Sheets 1 through 5 and 12 of 12 (herein defined as the "CDP") which supersedes and replaces the concept development plan referenced in the Existing Loudoun Station Proffers. The said Sheets 1 through 5 and 12 of 12 (the

"CDP") are hereby proffered sheets. Sheets 6 through 11 of the Plans are for illustrative purposes only and are descriptive of the intended project design program for Loudoun Station. One or more Final Development Plan(s) ("FDP") will be submitted for review and approval by the Loudoun County Planning Commission in accordance with Section 4-1103 of the Zoning Ordinance prior to the submission of a site plan application for any part or any phase of the Subject Property. As stipulated on Sheet 3 of 12 in the un-amended portion of the CDP, development of the property subject to ZMAP 2002-0005 and the Existing Loudoun Station Proffers shall not exceed an aggregate of 1,884,379 net square feet of non-residential (Office, Commercial Retail, and Service uses) floor area nor 1,514 residential dwelling units and will not exceed the limits of the Zoning Ordinance. Development will not exceed the densities portrayed in the Phase Table as defined in Section I.E. of the Existing Loudoun Station Proffers.

The undersigned hereby warrant that all owners of any legal interest in the Subject Property have signed this Proffer Statement, that no signature from any additional party is necessary for these Proffers to be binding and enforceable in accordance with their terms, that they have the full authority to bind the Subject Property to these conditions, and that the proffers are entered into voluntarily.

COMSTOCK LOUDOUN STATION, L.C.

By: Comstock Partners, LC, Manager

By: 

Christopher Clemente, Manager

APPR.
BY
LEGAL

COMMONWEALTH OF VIRGINIA

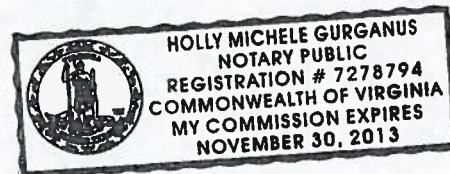
COUNTY OF Fairfax, to-wit:

Subscribed and sworn to me this 31st day of October, 2012, by Christopher Clemente, as Manager of Comstock Partners, LC, being the Manager of Comstock Loudoun Station, L.C.

Holly Michele Gurganus
Notary Public

My Commission Expires: 11/30/13

Notary Registration Number: 7278794



CLS PHASE 1, LC

By: Comstock Management Services, LC, Manager

By:

Christopher Clemente, Manager



COMMONWEALTH OF VIRGINIA

COUNTY OF Fairfax, to-wit:

Subscribed and sworn to me this 31st day of October, 2012, by Christopher Clemente, as Manager of Comstock Management Services, LC, being the Manager of CLS Phase 1, LC.

Holly Michele Gurganus
Notary Public

My Commission Expires: 11/30/13

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